

IN THE UNITED STATES DISTRICT COURT FOR THE  
MIDDLE DISTRICT OF TENNESSEE - NASHVILLE DIVISION

TUITIONFUND, LLC,  
*Plaintiff,*

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Case No. 3:11-cv-00069

JUDGE SHARP

SUNTRUST BANKS, INC., *ET AL.*,  
*Defendants.*

MAGISTRATE JUDGE GRIFFIN

**AGREED MOTION TO DISMISS WITH PREJUDICE  
DEFENDANTS CARDLYTICS, INC., REGIONS BANK, AND REGIONS  
FINANCIAL CORPORATION**

Pursuant to Rule 41(a) of the Federal Rules of Civil Procedure and the terms of a separate Settlement, Release and Restricted License Agreement, between the Plaintiff, TuitionFund, LLC (“TuitionFund”) and Defendant Cardlytics, Inc., and Defendants Regions Bank and Regions Financial Corporation, (Cardlytics, Inc., Regions Bank, and Regions Financial Corporation, collectively the “Defendants”), the parties have agreed to compromise all claims and counterclaims against each other in the above-captioned action. The parties move this Court to dismiss with prejudice in the above entitled cause any and all claims by TuitionFund against Defendants and to dismiss with prejudice all counterclaims by Defendants against TuitionFund with the proviso that nothing in this dismissal limits the right of Defendants and their permitted successors and assigns to raise any challenge under 35 USC Section 101 et seq., including without limitation the infringement, validity, enforceability and/or patentability of the Licensed Patents (as defined in the

“Settlement, Release and Restricted License Agreement” having an effective date of April 16, 2014) in any forum, including without limitation in any court of competent jurisdiction, in the event that any or all of them are alleged to infringe directly or indirectly one or more of the Licensed Patents. TuitionFund and Defendants also move the Court to order that all costs and expenses relating to this litigation (including attorney and expert fees and expenses) shall be borne solely by the party incurring same.

A proposed Order accompanies this motion.

Respectfully submitted,



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## CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was served via email, upon Defendants' Counsel of Record on this 17<sup>th</sup> day April, 2014.

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